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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

PAYWARD, INC. and PAYWARD
VENTURES, INC.,

Defendants.

Case No. 3:23-cv-06003-WHO

**DECLARATION OF BENJAMIN J.
TOLMAN PURSUANT TO LOCAL RULE
7-11**

Judge: Hon. William H. Orrick

1 Pursuant to Local Rule 7-11, I, Benjamin J. Tolman, counsel for *amicus curiae* Paradigm
2 Operations LP (“Paradigm”), hereby declare and state as follows:

3 1. I am an attorney licensed to practice in the State of California and before this Court
4 and submit this declaration in support of the Administrative Motion by Paradigm Operations LP
5 for Leave to File Amicus Brief in Support of Defendants’ Motion to Dismiss (the “Motion”).

6 2. On behalf of Paradigm, I contacted Plaintiff’s and Defendants’ counsel via email
7 on February 28-29, 2024 to obtain their views regarding the filing of the Motion and its related
8 *amicus curiae* brief (the “Brief”), sharing the Motion, its proposed order, and the proposed Brief.

9 3. Plaintiff’s counsel did not oppose, and Defendants’ counsel consented, to the
10 Motion. Thus, while the undersigned was not able to obtain a stipulation related to the filing of the
11 Motion, the Motion is unopposed.

12
13 I declare under penalty of perjury under the laws of California and of the United States of
14 America that the foregoing is true and correct. Executed on February 29, 2024, at Menlo Park,
15 California.

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17 By: 

Benjamin J. Tolman

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19 *Attorney for amicus curiae Paradigm*
20 *Operations LP*
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